

# BYLAWS

## OF

### KING COUNTY EOC (ECC) SUPPORT TEAM

(Adopted November 27, 1996)

#### **ARTICLE I MEMBERSHIP:**

Section 1 Jurisdiction. The King County EOC Support Team ("KCEOCST" herein) provides timely and quality support services to the command structure of EOC or base command operations within the State of Washington as determined by the King County Office of Emergency Management and/or the King County Department of Public Safety.

Section 2 Members. Membership is open to any individual with an interest in providing vital emergency operations center support for the community during a disaster or emergency situation, and in training the community in disaster awareness. Because of the seriousness of the team mission, members should be mature, experienced, and able to respond quickly to unpredictable situations. Members are expected to participate in training and exercises on a regular basis, and to be available to respond to actual disasters or emergencies when needed.

Section 3 Registration. Members must be registered as State Emergency Workers, accomplished by completing and submitting a registration card to the King County Office of Emergency Management. In addition, members must be registered and certified by the King County Search and Rescue Association under the direction of the King County Department of Public Safety. Membership can be denied or revoked at anytime for any or no reason. Membership is granted on a completely non-discriminatory basis.

#### **ARTICLE II BOARD OF DIRECTORS:**

Section 1 Powers. The affairs of KCEOCST shall be managed by its Board of Directors.

Section 2 Composition. The Board of Directors shall consist of the active Membership of the KCEOCST as well as the President, the Secretary and the Treasurer. Board members shall not accept compensation for their efforts.

Section 3 Meetings. The Board of Directors shall meet monthly at a regular time and place to be determined by the Board of Directors. Special meetings may be called as required, by the President, or by three members of the Board upon at least five days notice to all Board members.

Section 4 Quorum. The conduct of meetings of the Board of Directors shall be governed by the most current edition of Robert's Rules of Order. No business may be conducted at the meeting of the Board of Directors unless at least one-half of the elected officers are in attendance. All actions of the Board shall be taken by a fifty-one (51%) majority vote of those in attendance.

Section 5 Voting. KCEOCST Members shall have one vote each. The President shall vote only in the event of a tie. There will be no proxy voting.

### **ARTICLE III OFFICERS:**

Section 1 Election. At the regular meeting of KCEOCST in December of each year, a President, Secretary and Treasurer shall be elected. The elections shall be staggered with the President being elected in odd numbered years and the Secretary and Treasurer in even number years. An election may be held at any regular meeting to complete the term of any officer who has resigned or been removed, provided that thirty (30) days notice of such meeting shall be given to all Board Members.

Section 2 President. The President or his/her designee shall preside at all Board meetings; act as Team Leader of the KCEOCST and represent the KCEOCST in all public matters. The President shall see that all policies, rules and regulations of the KCEOCST are executed. He/she shall appoint administrators and establish committees as required.

Section 3 The Secretary. The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by laws; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Directors and of the name and post office address of each Officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

Section 4 The Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

Section 5 Removal of an Officer. The Board, by sixty percent (60%) majority vote, may remove an officer whenever in the judgment of the Board the best interests of the KCEOCST will be served thereby. As a guideline for Board action considerations for removal shall include but not be limited to:

- 1) Failure to appear at three (3) consecutive Board Meetings.
- 2) Failure to complete duties as outlined in this section.
- 3) Behavior deemed unethical by the KCEOCST Board.
- 4) Illegal activity. In the event a Board Member is charged with a crime, he/she will automatically be suspended until the results of the action have been determined.

### **ARTICLE IV COMMITTEES:**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, consisting of one or more Directors.

### **ARTICLE V BY-LAW AMENDMENTS:**

These bylaws may be amended at any meeting of the KCEOCST provided that the proposed amendment shall be provided to each member of the Board of Directors at least twenty-five (25) days before the proposed amendment is to be acted on by the KCEOCST. The Secretary shall be responsible to cause such notices to be made. Any proposed amendment must be submitted in writing to the Secretary for distribution. The notice requirements may be waived by written waiver thereof signed by all members of the Board.

## **ARTICLE VI *INDEMNIFICATION OF OFFICERS AND DIRECTORS:***

Each Director or Officer now or hereafter serving KCEOCST and each person who at the request of or on behalf of KCEOCST, is now serving or hereafter serves as a Trustee, Director or Officer of any other corporation, whether for profit or not for profit, and the respective heirs, executors and administrators of each of them shall be indemnified by KCEOCST to the fullest extent provided by law against all costs, expenses, judgments, and liabilities, including attorneys fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action suit, or proceeding, civil or criminal, in which he or she may be made a party by reason of his or her being or having been such Director or Officer at the time of such costs, expenses, judgments, and liabilities, provided that in his or her official capacity with KCEOCST, he or she acted in good faith and in a manner reasonably believed not opposed to the interests of the KCEOCST, and in the case of criminal proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be a presumption, that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of KCEOCST or had reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which such director or Officer may be entitled as a matter of law.

The Board of Directors may obtain insurance on behalf of any person who is or was a Director, Officer, employee or agent against any liability arising out of his or her status as such, whether or not they would have power to indemnify him or her against such liability. Such indemnification shall be governed by and consistent with RCW 24.03.035 (14) and RCW 23A.08.025, as amended.

## **ARTICLE VII *CONFLICT OF INTEREST:***

No members or employee of KCEOCST shall engage themselves in a position or function in an effort to gain unfair advantage for their personal gain.

Participation in activities which are illegal, impair or interfere with the conscientious performance of activities, involve misuse of influence, facilities or other resources; or reflect discredit upon the good name and reputation of KCEOCST, shall be construed as conflict of interest.

Prior to any potential conflict of interest, a written disclosure statement shall be voluntarily submitted to the Board of Directors.

## **ARTICLE VIII *ACCOUNTING YEAR:***

The fiscal year of KCEOCST shall be the twelve months ending December 31.

These Bylaws were adopted by a majority of the Board at a meeting of the Board of Directors on November 27, 1996.

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Gil Tumey - President